

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 24957-L FILED

MAY 19 '06

3-22 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

May 16, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated April 25, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission on this date as Recordation Number 24957.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Montreal Maine and Atlantic Railway, LTD.
Northern Maine Junction Park,
15 Iron Road
Herman, ME 04401

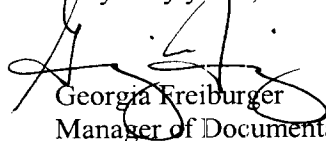
A description of the railroad equipment covered by the enclosed document is forty-eight (48) 73' centerbeam flatcars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(MMAR010)

MAY 19 '06

3-22 PM

ASSGN. NO.: MMAR010

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25 day of APRIL, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Montreal, Maine & Atlantic Railway, Ltd., a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of April 1, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 11 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 12, 2004 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:**FIRST UNION RAIL CORPORATION**

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: Theresa Catapano
Name: THERESA CATAPANO
Title: MGR. OF DOCUMENTATION

executed on this 25TH day of APRIL, 2005

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

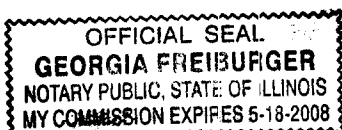
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of April, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

MONTREAL, MAINE & ATLANTIC RAILWAY, LTD.

ATTEST:

By: Norma J. Griffiths
Name: Norma J. Griffiths
Title: Asst. Secretary

By: [Signature]
Name: R.C. GRANDROD
Title: PRESIDENT

Executed on this 25 day of APRIL, 2005.

[CORPORATE SEAL]

STATE OF Maine

COUNTY OF Penobscot

I, Norma J. Griffiths, a Notary Public of the County and State aforesaid, certify that Robert C. Grandrod personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of April, 2005.

Norma J. Griffiths
Notary Public

My Commission Expires:

(Notary Public)

Norma J. Griffiths
Notary Public • Maine
My commission expires May 13, 2007

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Forty-eight (48)
- II. DESCRIPTION OF CARS: 73' Centerbeam Flatcars, 286,000 lb. capacity, Built 1998

III. CAR NUMBERS:

NOKL 730077	NOKL 730133
NOKL 730078	NOKL 730135
NOKL 730079	NOKL 730136
NOKL 730080	NOKL 730140
NOKL 730081	NOKL 730143
NOKL 730082	NOKL 730146
NOKL 730084	NOKL 730151
NOKL 730085	NOKL 730152
NOKL 730086	NOKL 730155
NOKL 730088	NOKL 730159
NOKL 730089	NOKL 730160
NOKL 730090	NOKL 730200
NOKL 730091	NOKL 730201
NOKL 730092	NOKL 730210
NOKL 730095	NOKL 730400
NOKL 730105	NOKL 730404
NOKL 730107	NOKL 730405
NOKL 730109	NOKL 730407
NOKL 730114	NOKL 730408
NOKL 730121	NOKL 730409
NOKL 730122	NOKL 730410
NOKL 730124	NOKL 730413
NOKL 730126	NOKL 730414
NOKL 730129	